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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR FORM LIMITED OFFERING EXEMPTION

OMB APPROVAL							
OMB Number:	3235-0076						
Expires:							
Estimated average burden							
hours per respons	se 16.00						

SEC USE ONLY						
Prefix	1	Serial				
DATE RECEIVED						
		ı				

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Private Offering Tiling Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Private Of Filing: New Filing Amendment A. BASIC IDENTIFICATION DATA	ULOE
iling Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) [Type of Filing: New Filing Amendment	ULOE
A. BASIC IDENTIFICATION DATA	[1847 1944 1844 1844 1844 1844 1844 1844 1844 1844 1844 1844 1844 1844 1844 1
Enter the information requested about the issuer	07078091
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	
(night Energy Group II, LLC	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
10 Park Avenue, Guite 3000, Okianoma Oity, Ott 70102	405) 285-7555
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
if different from Executive Offices) Same	ame
Strief Description of Business Knight Energy Group II, LLC is an oil and gas exploration and production company.	PROCESSED SEP 2 1 2007
Type of Business Organization Corporation Itimited partnership, already formed business trust Itimited partnership, to be formed Limited Liability	1.1
Month Year Actual or Estimated Date of Incorporation or Organization: 05 07 Actual Estima urisdiction of Incorporation or Organization; (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)	FINANCIAL DE
GENERAL INSTRUCTIONS	
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or 17d(6).	
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. In the Commission (SEC) on the earlier of the date it is received by the SEC at the address given belowhich it is due, on the date it was mailed by United States registered or certified mail to that address.	A notice is deemed filed with the U.S. Securities ow or, if received at that address after the date or
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 2054	19.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually shotocopies of the manually signed copy or bear typed or printed signatures.	
information Required: A new filing must contain all information requested. Amendments need only report hereto, the information requested in Part C, and any material changes from the information previously supplied to be filed with the SEC.	the name of the issuer and offering, any changes d in Parts A and B. Part E and the Appendix need
Filing Fee: There is no federal filing fee.	
State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sal JLOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Seare to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the taccompany this form. This notice shall be filed in the appropriate states in accordance with state law. This notice and must be completed.	curities Administrator in each state where said the exemption, a fee in the proper amount shall
Failure to file notice in the appropriate states will not result in a loss of the federal exe	

tiling of a federal notice.

A, BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. General and/or Director Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual) Knight Energy Management, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 200 Crescent Court, Suite 1060, Dallas, TX 75201 General and/or ☐ Beneficial Owner ☐ Executive Officer ☐ Director Promoter Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Raymond, Robert J. Business or Residence Address (Number and Street, City, State, Zip Code) 200 Crescent Court, Suite 1060, Dallas, TX 75201 General and/or Promoter Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Le Norman, David D. Business or Residence Address (Number and Street, City, State, Zip Code) 210 Park Avenue, Suite 3000, Oklahoma City, OK 73102 General and/or Promoter Beneficial Owner Executive Officer Director Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) General and/or Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) General and/or ☐ Beneficial Owner ☐ Executive Officer ☐ Director Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Beneficial Owner ☐ Executive Officer Director General and/or Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

				·	B. 11	NFORMAT	ION ABOU	T OFFERI	NG				
1.	1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?								Yes	No 🛣			
1	What is	tha minim	um investm									s 150	00.000,0
2.	What is	the minim	um mvestii:	ieni inai w	III DE ACCE	pica nom c	ing marria	441.	***************************************			Yes	No
3.			permit joint									K	
4.	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
Full		_ast name	first, if indi	vidual)									
		Residence	Address (N	umber and	Street, Ci	ity, State, Z	Lip Code)				· · · · · ·		
					<u>.</u>								
Nan	ne of Ass	ociated Br	oker or De	aler									
State	es in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All States	" or check	individual	States)					.		☐ Al	l States
	AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA PR
Full	Name (I	_ast name	first, if indi	ividual)									
Bus	iness or	Residence	Address (?	Number an	d Street, C	City, State, 2	Zip Code)						
Nam	ne of Ass	ociated Br	oker or De	aler	<u> </u>								
State			Listed Has										
	(Check	"All States	s" or check	individual	States)			**************	***************************************	*************	•••••	☐ AI	l States
	AL IL MT RI	IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	ID MO PA PR
Full	Name (1	ast name	first, if ind	ividual)	-								
Bus	iness or	Residence	Address (?	Number an	d Street, C	ity, State,	Zip Code)						
Nam	ne of Ass	ociated Br	oker or De	aler						·	<u>-</u>		
State	es in Wh	ich Person	Listed Ha	s Solicited	or Intends	to Solicit	Purchasers						
	(Check "All States" or check individual States)								☐ All	States			
	AL IL MT RI	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.			
	Type of Security	Aggregate Offering Price		Amount Already Sold
	Debt	S		\$
	Equity			
	Common Preferred	<u></u>		<u></u>
	Convertible Securities (including warrants)	S		\$
	Partnership Interests			
	Other (Specify LLC Interests	180,000,0	00.0	0 _{\$} 137,900,000.00
	Total	180,000,0	00.0	137,900,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.	<u> </u>		<u> </u>
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			Aggregate
		Number		Dollar Amount
		Investors		of Purchases
	Accredited Investors		_	<u>\$ 137,900,000.00</u>
	Non-accredited Investors		_	\$
	Total (for filings under Rule 504 only)			\$
	Answer also in Appendix, Column 4, if filing under ULOE.			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.			
		Type of		Dollar Amount Sold
	Type of Offering	Security NA		
	Rule 505			\$
	Regulation A			3
	Rule 504		—	\$
	Total			\$_0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
	Transfer Agent's Fces	*************		\$
	Printing and Engraving Costs	***********		\$
	Legal Fees		Z	\$_75,000.00
	Accounting Fees			\$
	Engineering Fees			\$
	Sales Commissions (specify finders' fees separately)			\$
	Other Expenses (identify) state filing fees, miscellaneous		Ø	\$_5,000.00
	Total		Z	\$ 80,000.00

***	C. OFFERING PRICE, NUMI	BER OF INVESTORS, EXPENSES AND USE OF F	KOCEEDS	
and total expenses furni	shed in response to Part C -	ing price given in response to Part C — Question 1 Question 4.a. This difference is the "adjusted gross		\$
each of the purposes s check the box to the lef	hown. If the amount for an	proceed to the issuer used or proposed to be used for y purpose is not known, furnish an estimate and the payments listed must equal the adjusted gross C — Question 4.b above.		
			Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	***************************************	[\$ _2,067,300.(□ s
Purchase of real estate		[□ \$
Purchase, rental or lea	sing and installation of mac	hinery [
Construction or leasing	g of plant buildings and fac	ilities[□ s	S
offering that may be u issuer pursuant to a m	sed in exchange for the asse erger)			
Repayment of indebte	dness ,		∑ \$_3,000,000.0	· 🗆 \$
Working capital	***************************************			
Other (specify): Inve	stment in oil and gas prope	erties.	<u></u>	\$_174,852,700.00
Column Totals			Z \$ 5,067,300.0	0 № \$ 174,852,700.00
	(column totals added)		∠ \$ <u>17</u>	9,920,000.00
		D. FEDERAL SIGNATURE	7 T 1 T 1	
signature constitutes an un	dertaking by the issuer to fur	undersigned duly authorized person. If this notice mish to the U.S. Securities and Exchange Commis redited investor pursuant to paragraph (b)(2) of I	sion, upon writter	le 505, the following n request of its staff,
ssuer (Print or Type)		Signature	Date 1/	
Knight Energy Group II, L	rc	Marly 21	8/30/07	,
Name of Signer (Print or 1	`ype)	Title of Signer (Print or Type)		
David D. Le Norman		Co-Manager of Knight Energy Management, I	LC, the Manage	r of the Issuer

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE		
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No
	See Appendix, Column 5, for state response.		

- The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Knight Energy Group II, LLC	Signature Date 8/30/01
Name (Print or Type)	Title (Print or Type)
David D. Le Norman	Co-Manager of Knight Energy Management, LLC, the Manager of the Issuer

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

	APPENDIX											
I	Intend to non-a investor:	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		4 Type of investor and amount purchased in State (Part C-Item 2)							
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No			
AL		×							×			
AK		х							×			
AZ		×							×			
AR		×							×			
CA		×	LLC Interests 180,000,000	1	5,000,000	0	\$0.00		x			
СО		×							×			
СТ		×	LLC Interests 180,000,000	1	1,000,000	0	\$0.00		×			
DE		×										
DC		×							X			
FL		×	LLC Interests	1	1,000,000	0	\$0.00		×			
GA		×	LLC Interests 180,000,000	1	2,000,000	0	\$0.00		×			
ні		×							×			
ID		×							×			
IL		×	LLC interests	2	3,000,000	0	\$0.00		×			
IN		×							×			
lA		×							×			
KS		×							×			
KY		×							X			
LA		×							×			
ME		×							×			
MD		×							×			
MA		×		ļ					×			
MI		×							×			
MN		×							×			
MS		×	LLC Interests 180,000,000	1	500,000	0	\$0.00		×			

				APP	ENDIX				
1	Intend to non-a	to sell ccredited s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		4 Type of investor and amount purchased in State (Part C-Item 2)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
МО		×							×
МТ		×							×
NE		×							×
NV		×							×
NH		×							×
ŊJ		×							×
NM		X			<u> </u>				×
NY		×	LLC Interests 180,000,000	9	42,200,000	0	\$0.00		<u>×</u>
NC		×	LLC Interests 180,000,000	1	3,000,000	0	\$0.00		×
ND		×							×
ОН		x	LLC Interests 180,000,000	1	500,000	0	\$0.00	L	×
ок		×				_			×
OR		×							×
PA		×							×
RI		×						<u> </u>	×
sc		×							×
SD		×							×
TN		×	LLC Interests	3	4,500,000	0	\$0.00		x
TX		×	LLC Interests	35	72,900,000	0	\$0.00		×
υT		×							×
VT		×							×
VA		×							×
WA		×							×
wv		×							×
WI		×	LLC Interests 180,000,000	1	300,000	0	\$0.00		×

**

				APP	ENDIX	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			
1		2 I to sell	Type of security and aggregate		5 Disqualification under State ULO (if yes, attach				
:	to non-a investor	ccredited s in State -Item 1)	offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY		×	LLC Interests	1	2,000,000	0	\$0.00		×
PR		×							×

